

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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JEFFREY LAYDON, on behalf of himself and all :
others similarly situated, :

Plaintiff, :

v. :

MIZUHO BANK, LTD., THE BANK OF TOKYO- :
MITSUBISHI UFJ, LTD, THE SUMITOMO :
TRUST AND BANKING CO., LTD., THE :
NORINCHUKIN BANK, MITSUBISHI UFJ :
TRUST AND BANKING CORPORATION, :
SUMITOMO MITSUI BANKING :
CORPORATION, RESONA BANK, LTD., J.P. :
MORGAN CHASE & CO., J.P. MORGAN CHASE :
BANK, NATIONAL ASSOCIATION, J.P. :
MORGAN SECURITIES PLC, MIZUHO :
CORPORATE BANK, LTD., DEUTSCHE BANK :
AG, MIZUHO TRUST AND BANKING CO., :
LTD., THE SHOKO CHUKIN BANK, LTD., :
SHINKIN CENTRAL BANK, UBS AG, UBS :
SECURITIES JAPAN CO. LTD., THE BANK OF :
YOKOHAMA, LTD., SOCIÉTÉ GÉNÉRALE SA, :
THE ROYAL BANK OF SCOTLAND GROUP, :
PLC, ROYAL BANK OF SCOTLAND PLC, RBS :
SECURITIES JAPAN LIMITED, BARCLAYS :
BANK PLC, CITIBANK, NA, CITIGROUP, INC., :
CITIBANK, JAPAN LTD., CITIGROUP GLOBAL :
MARKETS JAPAN, INC., COÖPERATIEVE :
CENTRALE RAIFFEISEN-BOERENLEENBANK :
B.A., HSBC HOLDINGS PLC, HSBC BANK PLC, :
ICAP PLC, R.P. MARTIN HOLDINGS :
LIMITED AND JOHN DOES NOS. 1-50, :

Defendants. :

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Case No: 12-cv-3419 (GBD)

**DECLARATION OF THOMAS C. RICE IN SUPPORT OF DEFENDANTS'
JOINT REPLY MEMORANDUM OF LAW IN FURTHER SUPPORT OF
DEFENDANTS' MOTION TO DISMISS PLAINTIFF'S ANTITRUST,
UNJUST ENRICHMENT AND COMMODITY EXCHANGE ACT CLAIMS**

I, Thomas C. Rice, submit this declaration pursuant to 28 U.S.C. § 1746 and declare as follows:

1. I am a member of the law firm of Simpson Thacher & Bartlett LLP, counsel for Defendants JPMorgan Chase & Co., JPMorgan Chase Bank, N.A. and JPMorgan Securities plc. I respectfully submit this declaration in support of Defendants' reply memorandum of law in further support of Defendants' joint motions to dismiss the Sherman Act Section 1 antitrust claim, the unjust enrichment claim and the Commodity Exchange Act claims asserted in Plaintiff Jeffrey Laydon's Second Amended Class Action Complaint.

2. Attached hereto as Exhibit A is a copy of the Proposed Second Amended Consolidated Class Action Complaint of Plaintiffs Mayor and City Council of Baltimore and City of New Britain Firefighters' and Police Benefit Fund (the "Over-the-Counter Plaintiffs"), filed in connection with *In re LIBOR-Based Fin. Instruments Antitrust Litig.*, No. 11-MD-2262, in the U.S. District Court for the Southern District of New York (the "USD LIBOR MDL") on May 17, 2013.

3. Attached hereto as Exhibit B-1 is a copy of Section 1 of the Proposed Second Amended Consolidated Class Action Complaint of Plaintiffs Metzler Investment GmbH, FTC Futures Fund SIC AV, and FTC Futures Fund PCC LTD., Atlantic Trading USA, LLC, 303030 Trading LLC, Gary Francis, and Nathaniel Hayes (the "Exchange-Based Plaintiffs"), filed in connection with the USD LIBOR MDL on May 17, 2013.

4. Attached hereto as Exhibit B-2 is a copy of Section 2 of the Proposed Second Amended Consolidated Class Action Complaint of the Exchange-Based Plaintiffs, filed in connection with the USD LIBOR MDL on May 17, 2013.

5. Attached hereto as Exhibit B-3 is a copy of Section 3 of the Proposed Second Amended Consolidated Class Action Complaint of the Exchange-Based Plaintiffs, filed in connection with the USD LIBOR MDL on May 17, 2013.

6. Attached hereto as Exhibit C is a copy of the Proposed Second Amended Consolidated Class Action Complaint of Plaintiffs Ellen Gelboim and Linda Zacher (the “Bondholder Plaintiffs”), filed in connection with the USD LIBOR MDL on May 17, 2013.

7. Attached hereto as Exhibit D is a copy of the Over-the-Counter Plaintiffs’, Exchange-Based Plaintiffs’, and Bondholder Plaintiffs’ Joint Memorandum of Law in Opposition to Defendants’ Motion to Dismiss Plaintiffs’ Antitrust Claims, filed in connection with the USD LIBOR MDL on August 28, 2012.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
September 27, 2013

A handwritten signature in black ink, appearing to read "Thomas C. Rice", written over a horizontal line.

Thomas C. Rice